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LAW OFFICES OF
LOUIS E. GITOMERLOUIS E. GITOMER
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SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

June 28, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of June 19, 2007. The primary document to which this is connected is recorded under Recordation No. 26672. We request that the copy of this document be recorded under Recordation No. 26672-F.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

National City Commercial Capital Company LLC
629 Euclid Avenue, Locator 01-3151
Cleveland, OH 44114

Lessee:

J.R. Simplot Company
999 Main Street, Suite 1400
Boise, ID 83702

A description of the equipment covered by the Memorandum of Lease Agreement consists of 46 tank cars numbered JRSX 11100, 11101, 11104, 11107, 11112, 11113, 11120, 11125-11128, inclusive, 11138, 11142-11174, inclusive, and 11177; and 29 tank cars numbered JRSX 10120, 10131-10133, inclusive, 10139-10142, inclusive, 10144-10148, inclusive, 10150-10159, inclusive, 10161-10165, inclusive, and 10173.

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A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between National City Commercial Capital Company LLC, 629 Euclid Avenue, Locator 01-3151, Cleveland, OH 44114, and J.R. Simplot Company, 999 Main Street, Suite 1400, Boise, ID 83702, covering 46 tank cars numbered JRSX 11100, 11101, 11104, 11107, 11112, 11113, 11120, 11125-11128, inclusive, 11138, 11142-11174, inclusive, and 11177; and 29 tank cars numbered JRSX 10120, 10131-10133, inclusive, 10139-10142, inclusive, 10144-10148, inclusive, 10150-10159, inclusive, 10161-10165, inclusive, and 10173.

Very Truly Yours,

A handwritten signature in black ink that reads "Louis E. Gitomer" followed by the initials "(AW)" in parentheses. The signature is written in a cursive, flowing style.

Louis E. Gitomer

Enclosures

JUN 28 '07

12:17 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

This MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 19, 2007, by and between NATIONAL CITY COMMERCIAL CAPITAL COMPANY LLC as successor by merger to NATIONAL CITY COMMERCIAL CAPITAL CORPORATION ("Lessor") and J.R. SIMPLOT COMPANY ("Lessee"), with reference to the following:

1. Pursuant to a Rail Lease Agreement dated November 29, 2006 (the "Lease"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, the railroad equipment described in the Attachment hereto (the "Equipment").

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

NATIONAL CITY COMMERCIAL CAPITAL COMPANY LLC
as successor by merger to

NATIONAL CITY COMMERCIAL CAPITAL CORPORATION

As Lessor

By: Jon B. Lipstrouer
Name: Jon B. Lipstrouer
Title: Vice President

J.R. SIMPLOT COMPANY

As Lessee

By: Amber H. Post
Name: Amber H. Post
Title: Vice President & Treasurer

State of Ohio)

) ss:

County of Lake)

On this 21st day of June 2007, before me personally appeared Law B. Liptravica, to me personally known, who being duly sworn, says that (s)he is Vice President of National City Commercial Capital Company LLC, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Kelly M. Carr

Notary Public
KELLY M. CARR

Notary Public, State of Ohio, Lake Cty.
My commission expires Aug. 14, 2007

My Commission expires on: _____

State of Idaho)

) ss:

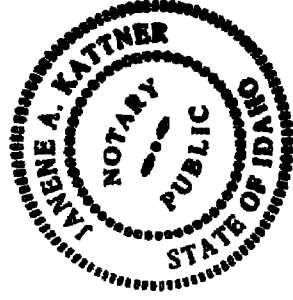
County of Ada)

On this 21 day of June 2007, before me personally appeared Amber H. Post, to me personally known, who being duly sworn, says that he is Vice-President of J.R. Simplot Company, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Jane A. Kattner

Notary Public

My Commission expires on: 5/31/07



ATTACHMENT

Forty-six (46) 1999 Union Tank Car Company 111A100W1 Tank Cars with Rubber Linings bearing reporting marks JRSX 11100, 11101, 11104, 11107, 11112, 11113, 11120, 11125-11128, inclusive, 11138, 11142-11149, inclusive, 11150-11174, inclusive and 11177.

Twenty-nine (29) 1999 Trinity Industries 111A100W1 Tank Cars with Smith Corrosion Installed Rubber Liners bearing reporting marks JRSX 10120, 10131-10133, inclusive, 10139-10142, inclusive, 10144-10148, inclusive, 10150-10159, inclusive, 10161-10165, inclusive and 10173.